

RECEIVED Department of Revenue and Taxation General Licensing Branch Date: <u>JAN 31 1997</u> Initial: _____

BY LAWS

OF

GUAM EDUCATIONAL RADIO FOUNDATION

Exhibit FF

ARTICLE I
OFFICES

The principal office of the corporation in Guam shall be located at Mangilao, Municipality of Barrigada. The corporation may have other such offices either within or without Guam, as the Board of Trustees may designate or as the business of the corporation may require from time to time.

The registered office of the corporation required by the Guam Corporation Act to be maintained in Guam may be, but need not be, identical with the principal office in Guam, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II
MEMBERS

Section 1. CLASSES OF MEMBERSHIP AND RIGHTS. The corporation shall have one class of members only, and the voting, and other rights, interests, and privileges of each member shall be equal. No member shall have any interest or property right in the assets of the corporation and no member shall hold more than one membership in the corporation. Any person having a sincere interest in promoting the purposes of the corporation, as set forth in the Articles, may become a member upon paying the necessary dues.

Section 2. DUES. Annual dues in the amount of Ten Dollars (\$10.00) shall be required of each member, and such dues shall be payable in advance on or before October 1st of each year.

Section 3. CERTIFICATES OF MEMBERSHIP. Membership certificates shall not be issued.

Section 4. TERMINATION OF MEMBERSHIP. Membership shall terminate (1) on receipt by the Board of Trustees of the written or typed resignation of a member; or (2) on the death of a member; or (3) on the failure of a member to pay his/her annual dues on or before their due date, and not otherwise.

ARTICLE III
MEMBERS MEETING

Section 1. Annual meeting. The annual meeting of the members shall be held on the first day of March of each year at the hour of 10:00 a.m., for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the Territory of Guam, such meeting shall be held on the next succeeding Saturday. If the election of trustees shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairman at the request of not less than one-tenth (1/10) of all members entitled to vote at the meeting.

Section 3. Place of meeting. The Board of Trustees may designate any place, either within or without Guam, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without Guam, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the Territory of Guam.

Section 4. Notice of meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman, or the Secretary, or the officer or person calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in Guam mail, addressed to the member at his address as it appears on the membership books of the corporation with postage on it prepaid.

Section 5. Closing of transfer books or fixing of record date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Trustees of the corporation may provide that the membership books shall be closed for a stated period but not to exceed, in any case, fifty (50) days. If the membership books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the membership books, the Board of Trustees may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifty (50) days, and in the case of a meeting of members not less than ten (10) days, prior to the date on which the particular action, requiring such determination of members, is to be taken. If the membership books are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the membership books and the stated period of closing has expired.

Section 6. Voting lists. The officer or agent having charge of the membership books shall make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, which list, for period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The membership book shall be prima facie evidence as to who are the members entitled to examine such lists or to vote at any meeting of members.

Section 7. Quorum. A majority of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a majority of the members are

represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meetings at which a quorum shall be present or represented, any business may be transacted which might be transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting of members. Each member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members.

Section 10. Informal action by members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV

Section 1. General powers. The business and affairs of the corporation shall be managed by its Board of Trustees.

Section 2. Number, tenure and qualifications. The number of Trustees of the corporation shall be seven (7). Four Trustees shall be elected by the general membership of the corporation pursuant to the provisions of Article II of these By-Laws. Three Trustees shall be appointed by the President of the University of Guam. All Trustees, whether elected or appointed, shall serve for a term of three (3) years. The initial appointments by the President of the University of Guam, however, shall be one trustee for a one (1) term, one trustee for a two (2) year term, and one trustee for a three (3) year term. Trustees elected initially by the general membership shall be one (1) trustee for a one (1) year term, one (1) trustee for a two year term, and two (2) trustees for a three (3) year term. Each

trustee shall hold office until his successor shall have been elected or appointed and qualified. Trustees must be residents of Guam.

Section 3. Regular meetings. A regular meeting of the Board of Trustees shall be held without other notice than this By Law immediately after and at the same place as, the annual meeting of the members. The Board of Trustees may provide, by resolution, the time and place, either within or without Guam, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chairman of the Board or any two (2) trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, either within or without Guam, as the place for holding any special meeting of the Board of Trustees called by them.

Section 5. Notice. Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered personally or mailed to each trustee at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in Guam mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any trustee may waive notice of any meeting. The attendance of a trustee at a meeting shall constitute waiver of such notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. All of the trustees fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of acting. The act of all of the trustees shall be the act of the Board of Trustees.

Section 8. Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees through less than a quorum of the Board of Trustees. A trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any trusteeship to be filled by reason of any increase in the number of trustees shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. Presumption of assent. A trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V OFFICERS

Section 1. Number. The officers of the corporation shall be a Chairman of the Board, Executive Director, secretary, treasurer, each of whom shall be elected by the Board of Trustees. Officers must be members. No member shall hold more than one office at a time. The Chairman of the Board, Secretary, and Treasurer must be Trustee.

Section 2. Election and term of office. The officers of the corporation to be elected by the Board of Trustees shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any office or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best

interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, of any of the persons so removed.

Section 4. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees, for the unexpired portion of the term.

Section 5. Chairman of the Board. The Chairman of the Board, shall, if present, preside at all meetings of the Board of Trustees, and exercise and perform such other powers and duties as may be from time to time assign to him by the Board of Trustees or prescribed by the By-Laws.

Section 6. Executive Director. The Board shall appoint an Executive Director who shall be responsible to the Board for the day-to-day operation of the corporation and shall administer its programs, policies and the facility used for and in the production and transmission of the corporation's programs. The Executive Director shall serve a fixed term as specified by the Board, or until his successor has been appointed and qualified. The Board shall fix policy and procedure applicable if the Director is unable, for any reason, to complete his term. The Executive Director shall not participate in any decision of the Board relative to the fixing of his term, his salary, nor on any matter affecting his tenure in office, not shall he vote thereon.

Section 7. Secretary. The secretary shall: (a) keep the minutes of the members' and the Board of Trustees meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; (e) have general charge of the membership books of the corporation; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Executive Director or Board of Trustees.

Section 8. Treasurer. If required by the Board of Trustees, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or

sureties as the Board of Trustees shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By Laws; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Board of Trustees.

ARTICLE VI
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks, drafts, etc.. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE VII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE VIII
SEAL

The Board of Trustees shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the place of incorporation.

ARTICLE IX
WAIVER OF NOTICE

Whenever any notice is required to be given to any members or Trustee of the corporation under the provisions of these By Laws or under the provisions of the Articles of Incorporation or under the provisions of the Guam Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
AMENDMENTS

These By Laws may be altered, amended or repealed and new By Laws may be adopted by the Board of Trustees at any regular or special meeting of the Board of Trustees.

IN WITNESS WHEREOF, the undersigned members and trustees of Guam Educational Radio Foundation have hereunto subscribed their names to signify their adoption of the foregoing By-Laws this _____ day of _____, 1991.

George J. Boughton
GEORGE J. BOUGHTON

Michael J. McCarthy
MICHAEL J. MCCARTHY

Culley J. Carson-Greffe
CULLEY J. CARSON-GREFFE

Bryant J. Reynolds
BRYANT J. REYNOLDS

Donald R. Swanson
DONALD R. SWANSON

Michael C. Wilkins
MICHAEL C. WILKINS

Joanne F. Barta
JOANNE F. BARTA

COUNTERSIGNED:

Donald R. Swanson
DONALD R. SWANSON
Secretary

Date: 12/20/91

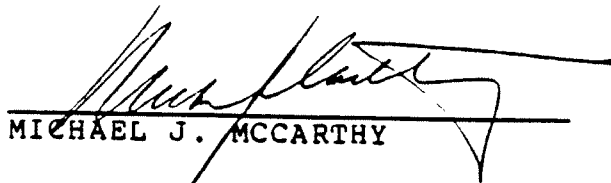
CERTIFICATION OF BY-LAWS


KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being a majority of the trustees of GUAM EDUCATIONAL RADIO FOUNDATION, a Guam corporation, hereby certify that the foregoing constitutes a full, true and correct copy of the By-Laws of said corporation, and that these By-Laws were duly adopted by unanimous written consent of of all the members of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of _____, 1991.


GEORGE J. BOUGHTON


MICHAEL J. MCCARTHY


CULLEY J. CARSON-GREFFE


BRYANT J. REYNOLDS


DONALD R. SWANSON


MICHAEL C. WILKINS


JOANNE F. BARTA

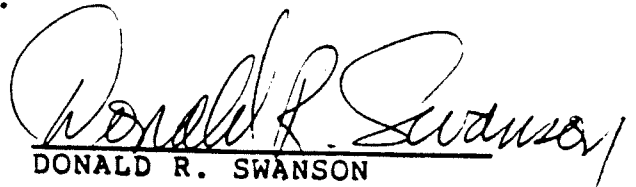
CERTIFICATE OF SECRETARY

I, Donald R. Swanson, the undersigned, do hereby certify:

(1) That I am the duly elected Secretary of GUAM EDUCATIONAL RADIO FOUNDATION.

(2) That the foregoing By Laws, comprising twelve (12) pages constitute the By Laws of said corporation as duly adopted by unanimous written consent of the Board of Trustees on _____, 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this ____ day of _____, 1991.


DONALD R. SWANSON

Department of Education and Innovation
General Licensing Branch
Date: JAN 30 1992
Initial: _____

ARTICLES OF INCORPORATION
FOR
GUAM EDUCATIONAL RADIO FOUNDATION
A NON-PROFIT ORGANIZATION

—
— Exhibit GG

The undersigned residents of the Territory of Guam do hereby associate together for the purpose of forming a non-profit corporation under the statutes of the Territory of Guam.

ARTICLE ONE
NAME

The name of the corporation shall be GUAM EDUCATIONAL RADIO FOUNDATION and its location shall be Mangilao, Municipality of Barrigada, Guam.

ARTICLE TWO
PURPOSES

The purposes for which this corporation is organized are:

- a. This corporation is created to establish a public broadcast radio station and to provide other noncommercial broadcast telecommunications services to the public. The corporation is authorized to establish public broadcast telecommunications facilities including any apparatus necessary for the production, interconnection, captioning, broadcast, or other distribution of programming. The planned facilities will be used to produce and transmit noncommercial instructional, community service, public affairs, educational and cultural radio programs. The corporation is established to receive funds and other assistance made available through Part IV of Title III of the Communication Act of 1934, 47 U.S.C. 390-94, 397-99b as amended or from any other public or private agency, company, or individual.
- b. The corporation is further created to foster the growth and development of public broadcasting in the Territory of Guam, Commonwealth of the Northern Mariana Islands, Republic of Palau, Republic of Marshall Islands and Federated States of Micronesia.
- c. To enter into, make and perform contracts in furtherance of the planning and development purposes of the corporation.

d. To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, and other negotiable or non-negotiable instruments, and to secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assigned in trust of the whole or part of the property of the corporation, whether at the time owned or thereafter acquired.

e. To have one or more offices and to purchase or otherwise acquire, hold, own, sell, convey or otherwise dispose of personal property.

f. To conduct charitable activities on a nonprofit basis, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter collectively referred to as I.R.C. of 1954).

g. To have and exercise all powers incidental to the foregoing purposes, and to engage in any lawful activity permitted under the laws of Guam.

ARTICLE THREE **PRINCIPAL OFFICE**

The place of the principal office of the corporation shall be in the Mangilao, Municipality of Barrigada, Territory of Guam, and there may be such subordinate or branch offices in such place or places within or without the said territory as may be deemed necessary or requisite by the Board of Trustees to carry out the purposes of the corporation.

The name and address of the corporation's resident agent for service of process is:

George J. Boughton
Division of Humanistic Services
UOG Station
Mangilao, Guam 96923

The territory in which the operations of the corporation are to be principally conducted shall be the Territory of Guam. The corporation may conduct business in the Commonwealth of the Northern Mariana Islands, the Republic of the Marshall Islands, the Republic of Palau, and the Federated States of Micronesia.

ARTICLE FOUR
ORGANIZATION

This corporation does not contemplate pecuniary gain or profit to the members thereof, and it is organized for non-profit purposes.

ARTICLE FIVE
DURATION

The period of duration of this non-profit corporation shall be fifty (50) years, and as thereafter extended in the manner provided by law.

ARTICLE SIX
NON-STOCK CORPORATION

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof. It shall not have any power to issue certificates of stock or declare dividends, and no part of the earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific, and educational purposes.

ARTICLE SEVEN
NON-LIABILITY OF MEMBERS

The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE EIGHT
NON-LIABILITY AND INDEMNIFICATION
OF DIRECTORS AND OFFICERS

A. No trustee or officer of the corporation shall be liable to the corporation for the actions, defaults, or negligence of any other trustee or officer, or for any loss suffered or sustained by the corporation on account of the above, or any action or omission by the trustee or officer himself as such, unless the same has resulted from his own willful misconduct or willful neglect in the performance of such duties.

B. The immunity from liability provided for in this Article Eight and the indemnity provided for in the corporate BY-Laws may be amended from time to time and shall be in addition to any rights to which any trustee or officer of the corporation may otherwise be or become entitled, by law or pursuant to vote of the members of the corporation or otherwise. Any person who serves or continues to serve as a trustee or officer of the corporation shall be deemed to do so in reliance upon the provisions of this Article Eight and the above-mentioned by-law indemnity.

ARTICLE NINE
DIRECTORS

A. The Board of Trustees shall consist of such number or persons, not less than three (3) and not more than seven (7), as shall be determined in accordance with the By-Laws from time to time: provided, however, that at any time during the existence of the corporation, the number of trustees may be increased to any number not exceeding fifteen (15), or diminished to any number not less than three (3), by the formal assent of the majority of the members at a regular or special meeting of the membership. The trustees (and alternate trustees or substitute directors, if any) shall be elected or appointed in the manner provided by the By-Laws, and all vacancies in the office of trustee shall be filled in the manner provided for in the By-Laws.

B. The persons who are the first trustees of the corporation and their residences are as follows:

NAME APPOINTED	RESIDENCE
1. George J. Boughton P. O. Box 21023 GMP, Guam 96921	22 N. Cupa Court Perez Acres Yigo, Guam 96921
2. Culley J. Carson-Greffe CAS Dean's Office UOG Station Mangilao, Guam 96923	124 Chalan Manha PGD Village Dededo, Guam 96912
3. Donald R. Swanson P. O. Box 5133 Mangilao, Guam 96923	#12 Kayon Bingha PGD Village Dededo, Guam 96912

NAME ELECTED	RESIDENCE
4. Joanne P. Barta P. O. Box 25719 GMF, Guam 96921	Sea Breeze Lane Fadian Point Mangilao, Guam 96923
5. Michael J. McCarthy Vice President Planning, Development, Endowment University of Guam Mangilao, Guam 96923	1207 Green Park Condos Mangilao, Guam 96923
6. Bryant J. Reynolds P. O. Box 23813 GMF, Guam 96921	University Manor Condo #108 Mangilao, Guam 96923
7. Michael C. Wilkins P. O. Box 7585 Tamuning, Guam 96931	132 Bamba Road Mangilao, Guam 96923

C. All the powers and authority of the corporation shall be vested in and may be exercised by the Board of Trustees except as otherwise provided by law, these Articles of Incorporation, or the By-Laws of this corporation.

ARTICLE TEN
CORPORATE OFFICERS

The officers of the corporation shall be a Chairman of the Board, Executive Director, Secretary and Treasurer. The officers shall be members of the Board of Trustees, except for the Executive Director, and must be residents of Guam. The corporation may have such additional officers as may be determined in accordance with the By-Laws from time to time. The officers shall have the powers, perform the duties, and be elected as may be determined in accordance with the By-Laws. No person may hold two or more offices of said corporation.

ARTICLE ELEVEN
MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be determined and fixed by the By-Laws.

ARTICLE TWELVE
AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE THIRTEEN
SERVICE OF PROCESS

Service of legal process may be made upon the corporation in the manner provided by law.

ARTICLE FOURTEEN
LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on by:

a) a corporation exempt from Federal income tax under Sub-Section 501(c) (3) or 501(c) (4) or both of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue law); or

b) a corporation, contributions to which are deductible under Sub-Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

c) the corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the I.R.C. of 1954.

d) the corporation shall not retain any excess business holdings as defined in Section 4934(c) of the I.R.C. of 1954.

e) the corporation shall not make investments in such manner as to subject it to tax under Section 4944 of the I.R.C. of 1954.

f) the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the I.R.C. of 1954.

ARTICLE FIFTEEN
DEDICATION AND DISSOLUTION

A. The property of this corporation is irrevocably dedicated to purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any trustee, officer, or member thereof or to the benefit of any private persons.

B. On the dissolution or winding up of the corporation its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

C. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Guam, Territory of Guam.

ARTICLE SIXTEEN
INCORPORATORS

The names and residences of the persons forming the corporation are as follows:

NAME	RESIDENCE
1. George J. Boughten P. O. Box 21023 GMP, Guam 96921	22 N. Cupa Court Perez Acres Yigo, Guam 96921
2. Culley J. Carson-Grefe CAS Dean's Office UOG Station Mangilao, Guam 96923	124 Chalan Manha PGD Village Dededo, Guam 96912
3. Donald R. Swanson P. O. Box 5133 Mangilao, Guam 96923	#12 Kayon Bingha PGD Village Dededo, Guam 96912
4. Joanne P. Barta P. O. Box 25719 GMP, Guam 96921	Sea Breeze Lane Padian Point Mangilao, Guam 96923

- | | |
|---|---|
| <p>5. Michael J. McCarthy
Vice President
Planning, Development,
Endowment
University of Guam
Mangilao, Guam 96923</p> | <p>1207 Green Park Condos
Mangilao, Guam 96923</p> |
| <p>6. Bryant J. Reynolds
P. O. Box 23813
GMP, Guam 96921</p> | <p>University Manor
Condo #108
Mangilao, Guam 96923</p> |
| <p>7. Michael C. Wilkins
P. O. Box 7585
Tamuning, Guam 96931</p> | <p>132 Bamba Road
Mangilao, Guam 96923</p> |

ARTICLE SEVENTEEN
BY-LAWS

The By-Laws of the corporation shall regulate the internal affairs of the corporation. Authority to adopt, alter or repeal the By-Laws of the corporation shall be vested in the Board of Trustees.

ARTICLE EIGHTEEN
TRANSITION

The members of the corporation serving as Trustees and Officers of the corporation on the date of the adoption of these Articles of Incorporation shall continue to serve with full power and authority until such time as Trustees and Officers have been elected or appointed as provided for in these Articles of Incorporation and the By-Laws.

IN WITNESS WHEREOF, the incorporators and trustees of the within corporation have executed these Articles of Incorporation:



GEORGE J. BOUGHTON



MICHAEL J. MCCARTHY



CULLEY J. CARSON-GREFFE



BRYANT J. REYNOLDS



DONALD R. SWANSON



MICHAEL C. WILKINS

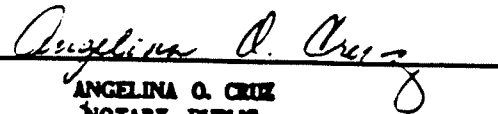


JOANNE F. BARTA

Territory of Guam)
) ss
City of Agana)

On this 9th day of January, 199²1, before me, a Notary Public in and for the Territory of Guam, personally appeared GEORGE J. BOUGHTON, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same as his/her own free act and deed.

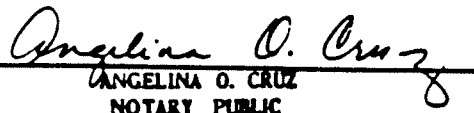
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first-above written.


ANGELINA O. CRUZ
NOTARY PUBLIC
In and for the Territory of Guam U.S.A.
My Commission Expires: Aug. 7, 1994

Territory of Guam)
) ss
City of Agana)

On this 9th day of January, 199²1, before me, a Notary Public in and for the Territory of Guam, personally appeared CULLEY J. CARSON-GREPE, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same as his/her own free act and deed.

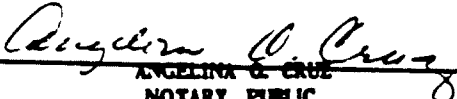
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first-above written.


ANGELINA O. CRUZ
NOTARY PUBLIC
In and for the Territory of Guam U.S.A.
My Commission Expires: Aug. 7, 1994

Territory of Guam)
) ss
City of Agana)

On this 20th day of December, 1991, before me, a Notary Public in and for the Territory of Guam, personally appeared DONALD R. SWANSON, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same as his/her own free act and deed.

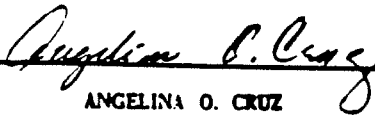
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first-above written.


ANGELINA O. CRUZ
NOTARY PUBLIC
In and for the Territory of Guam U.S.A.
My Commission Expires: Aug. 7, 1996

Territory of Guam)
) ss
City of Agana)

On this 5th day of December, 1991, before me, a Notary Public in and for the Territory of Guam, personally appeared JOANNE F. BARTA, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same as his/her own free act and deed.

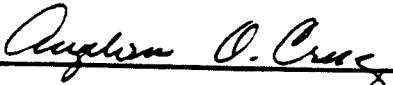
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first-above written.


ANGELINA O. CRUZ
NOTARY PUBLIC
In and for the Territory of Guam U.S.A.
My Commission Expires: Aug. 7, 1996

Territory of Guam)
) ss
City of Agana)

On this 29th day of January, 1991, before me, a Notary Public in and for the Territory of Guam, personally appeared MICHAEL J. MCCARTHY, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same as his/her own free act and deed.

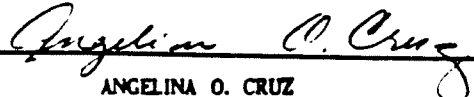
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first-above written.


ANGELINA O. CRUZ
NOTARY PUBLIC
In and for the Territory of Guam U.S.A.
My Commission Expires: Aug. 7, 1994

Territory of Guam)
) ss
City of Agana)

On this 9th day of January, 199¹~~1~~², before me, a Notary Public in and for the Territory of Guam, personally appeared BRYANT J. REYNOLDS, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same as his/her own free act and deed.

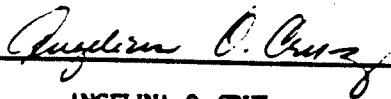
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first-above written.


ANGELINA O. CRUZ
NOTARY PUBLIC
In and for the Territory of Guam U.S.A.
My Commission Expires: Aug. 7, 1994

Territory of Guam)
) ss
City of Agana)

On this 5th day of December, 1991, before me, a Notary Public in and for the Territory of Guam, personally appeared MICHAEL C. WILKINS, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same as his/her own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first-above written.



ANGELINA O. CRUZ
NOTARY PUBLIC
In and for the Territory of Guam U.S.A.
My Commission Expires: Aug. 7, 1994

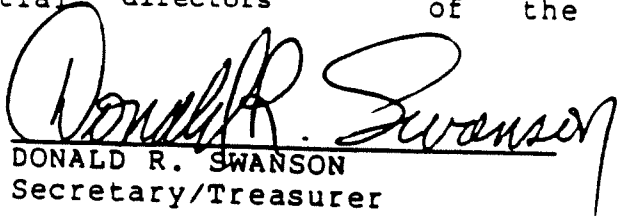
STATEMENT OF THE SECRETARY/TREASURER
OF
GUAM EDUCATIONAL RADIO FOUNDATION

A NON-PROFIT ORGANIZATION

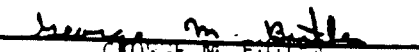
I, DONALD R. SWANSON certify as follows:

I am a resident of the Territory of Guam residing at
419 Alupang, Cove, Tamuning, Guam 96931

I was duly elected Secretary/Treasurer of GUAM
EDUCATIONAL RADIO FOUNDATION by unanimous written consent of
the incorporators and initial directors of the
corporation.


DONALD R. SWANSON
Secretary/Treasurer

SUBSCRIBED AND SWORN to before me this 2d day
of February, 1992.


GEORGE M. BUTLER
NOTARY PUBLIC
In and for the Territory of Guam
My Commission Expires: Feb. 12, 1993

GOVERNMENT OF GUAM
Department of Revenue and Taxation

INCORPORATION CERTIFICATE

This is to certify that the Articles of Incorporation of

GUAM EDUCATIONAL RADIO FOUNDATION

have been duly filed and entered in accordance with Law under number 9363 in the
Records of Articles of Incorporation in the Department of Revenue and Taxation Government of Guam.

Effective 3:30pm, Guam Pacific Time, February 18, 19 92

the persons signing said Articles of Incorporation and their heirs and successors shall constitute
in body politic and corporate under the name Guam Educational Radio Foundation
for the term specified in said Articles of Incorporation, not exceeding fifty years, unless sooner legally dissolved.

In Witness Whereof, I have hereunto subscribed my name
officially, and have hereon impressed my Seal of Office at the City of
Agaña, in the Territory of Guam, on this 18th day of
February, A. D. 19 92


JOAQUIN G. BLAZ

Director of Revenue and Taxation



Guam Educational Radio Foundation

P.O. Box CV, Agana Guam 96910 • Phone (671) 646-5259 • Facsimile (671) 646-4041

HAND DELIVER

February 25, 1992

Mr. Rex Sorensen
President & General Manager
K-Z Radio, Inc.
P. O. Box GM
Agana, Guam 96910

Dear Rex:

This will confirm our conversation of last week. The Guam Educational Radio Foundation intends to rent space on your second tower to be located on Barrigada Hill. According to Mr. Marvin Palmer, our consulting broadcast engineer, our FM antenna will be 33 feet long, requiring approximately 40 feet of tower space.

We understand the tower will need to be erected upon a new concrete foundation of estimated cost \$2,000, requiring an additional estimated \$5,500 in labor. The total expense of \$7,500 to be born by the Guam Educational Radio Foundation in consideration for significantly reduced rent.

We look forward receiving your confirmation.

GUAM EDUCATIONAL RADIO FOUNDATION
Cordially,



Michael C. Wilkins
Treasurer

Guam Educational Radio Foundation

P. O. Box CW, Agana, Guam 96910

Phone (671) 646-5259

Facsimile (671) 646-4041

HAND DELIVER

February 28, 1992

OFFICE OF THE GOVERNOR
State Single Point of Contact
State Telecommunications Agency
Territory of Guam
Adalup, Guam

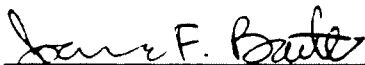
Letter of Transmittal

Accompanying this letter is the **PUBLIC TELECOMMUNICATIONS FACILITIES PROGRAM 1992 Construction Grant Application of the Guam Educational Radio Foundation.**

This NTIA/PTFP Grant Application was submitted to the National Telecommunications & Information Administration, U. S. Department of Commerce, Washington D.C. 20230, this date, on approved form OMB No. 0660-0003, pursuant to the Public Telecommunications Financing Act of 1978, as amended.

The accompanying grant is hereby forwarded to your office for concurrent review.

Respectfully,



Joanne F. Barta, M. S.
Executive Director and Trustee

Exhibit JJ

P.O. Box 21449
GMF, Guam, M.I. 96921
Tel: (671) 734-2207
734-3476
Telex: 6467 KGTF TV GM
Fax: 734-KGTF

March 20, 1992

The Honorable Carl T.C. Gutierrez
Chairman, Committee on Ways and Means
21st Guam Legislature
Agana, Guam 96910

RE: Testimony on Bill 771

Dear Mr. Chairman and Members of the Committee on Ways and Means:

My name is Joe Tighe, General Manager of Guam's public television station, KGTF Channel 12.

Thank you for offering me the opportunity to testify in support of Bill 771, AN ACT TO APPROPRIATE THE SUM OF TWO HUNDRED THOUSAND DOLLARS TO THE GUAM EDUCATIONAL RADIO FOUNDATION FOR THE PURPOSE OF ESTABLISHING A PUBLIC RADIO FACILITY AT THE UNIVERSITY OF GUAM.

I agree fully with Section 1 of the bill that public radio offers an alternative to commercial radio, and educational opportunities for both University of Guam students and listeners.

There are a wide variety of grant programs available for the construction of new public radio stations and for its subsequent operation, and I am sure that the Guam Educational Radio Foundation will make every effort to qualify for these funds. But it is important that those granting authorities be made aware of the level of support locally for the proposed new station.

Your appropriation of \$200,000 to the foundation will be an important first step in signalling this support, and creating a strong base for the success of the new station.

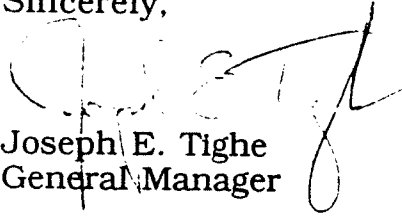
KGTF has enjoyed a great deal of support from the administration, this body, and the community at large, and I believe public television on Guam has made great progress as a result of this support.



With this same commitment, I feel confident that the Guam Educational Radio Foundation can be an important educational asset to our island community.

Again, thank you for the opportunity to testify in support of Bill 771, and I would be happy to answer any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Joe Tighe", written over the typed name.

Joseph E. Tighe
General Manager



UNIVERSITY OF GUAM
UNIBETSEDAT GUAHAN

OFFICE OF THE PRESIDENT

UOG Station, Mangilao, Guam 96923

Telephone: (671) 734-2177 Fax: (671) 734-3118

March 20, 1992

The Honorable Carl T. C. Gutierrez
Chairman, Committee on Ways and Means
Twenty-first Guam Legislature
Agana, Guam 96910

Re Bill No. 771

Dear Senator Gutierrez:

Thank you for this opportunity to testify on Bill 771.

The University of Guam endorses the concept of Bill No. 771, to establish a public radio facility at the University of Guam. As the legislative findings indicate, "public radio is a valuable asset to the community, bringing informative educational programs produced by National Public Radio, as well as opening a vast potential for programs of local and regional importance."

In endorsing University funding measures, however, the Board of Regents has as its major priority the restoration of the University's operating budget. That priority has not changed.

Sincerely,

WILFRED P. LEON GUERRERO
President

Testimony

March 25, 1992

9:00 am

Bill 771

Public Service Radio Station

It has been brought to my attention that a Public Service Radio station is in its development stage and that it would be located at the University of Guam. This radio station would provide alternative programming over the waves in a multitude of shows, varieties, language programs, and diverse ethnic and easy listening classical music from time to time. I would like to provide support for this idea and hope that the legislators of Guam will sanction such a service as it has the potential for numerous benefits to many people including professionals on Guam and elsewhere in the Micronesian region.

Guam has several AM and FM radio stations in existence at the present time. These radio stations provide diverse programming but have many limitations in variety shows. For example, a Chamorro talk show exist only at a particular station and only during a certain time period. The Filipino Hour also is formatted in a similar way but exists only on one station and at a particular time frame.

Professionals like myself are often unlikely to listen to some of these programs as they often come on during normal working hours or very late evening periods. I believe the population geared for such morning or late evening talk shows is basically someone who would have the time at home to listen and to relax. I feel the need to keep abreast with what is happening locally as I get involved with many different people and professionals in our island community. Providing such programming that would be available to professionals and other individuals who are interested and have the appropriate time slots would be most beneficial and good.

Imagine also listening to your colleagues talk about the types of services they are providing to the community and region or just listening to the research projects they are involved in. A radio station that is formatted to provide such entertaining and scholarly programs would not only expand our knowledge of our island and our fine higher education institutions, but also endeavor to keep us posted on the latest happenings about our colleagues, friends, and others who are actively providing services within our local and regional community. A program such as this would also help to relay the current issues and trends about the local and regional environment, politics, economics, social and educational systems on Guam and in the region.

This radio station would also have the potential to have a variety of children's programs. I have yet to tune in to a radio station that provides this service. A long time ago, KUAM used to provide the "Children's Hour" where storytelling was a classic activity and many of us listened in to the story lady. Research has shown that listening to stories being read to oneself is creatively stimulating for the imagination as one pictures, in their own style, the characters, settings, and plots. Music videos have perhaps lessened the motivation in our children to creatively imagine for themselves and provide for their own entertainment since videos are more visually stimulating and geared for a younger audience. Radio station programs that have such formats as story telling for children can be highly imaginative and creatively stimulating for the mind as they provide and instruct our children to listen attentively.

Another program potential for this idea is the notion of community information service. As an example, it is amazing that our local radio stations and print media provided very limited information concerning our Charter Day festivities. It is no wonder that agencies, government departments, higher institutions and other private groups or parties do not have the financial resources to take out ads and announce the various activities within their own institution.

The least to say that our University was also one of those parties in the dark about providing an agenda for the public on the recent Charter Day Festivities because of the lack of media coverage. There were numerous events that only our colleagues and students knew because it was internally provided. But, our celebration could have been public since many of the events were directly open to the whole Guam community.

My assessment of this situation is that we have very few informational outlets but deal with an insurmountable amount of information that the public needs to know. Because of this limitation, we, perhaps, did not get the publicity nor the numbers of local people to come and see what the celebration is all about. We need such outlets as a home-based radio station to effectively inform the public of University and regional activities. Otherwise, we might just as well deal with the inaccessible information as best as we can given our very limited resources.

I also have not seen nor heard of a radio station that would endeavor to provide for the disabled or handicapped within our community. I believe that we have the technology and the professional resources on island but we have not voiced our concerns for such programming. I can imagine several shows where individuals who have disabilities or certain handicapping conditions can tune in to listen to various happenings about services or events for the handicapped around the island. Not many are able to read through the print media. Having a radio station that provides for this untapped population of individuals would be a tremendous boost to the morale and well being of these people. This radio station I believe would be sensitive to having such programs geared for our exceptional populations.

And, what about programs that teach such as the Chamorro Instructional Program by Dr. Katherine Aguon? Can we challenge our existing radio stations to provide such services? It does not matter what language - it could be a variety of language instructions particularly addressing the needs of many people to learn about the many Micronesian languages. I believe that such programs may help us to better

understand one another and not go around misreading and ^{feel a sense of} miscommunication with one another. The public and private schools can certainly benefit by learning a student's essential language to initiate the communication dialogue. This is particularly true when we have many immigrants who are coming from many different countries. It is high time teachers attempt to teach children by first learning their language to some degree so that initial communication can be established. It is not just to teach children English as the only means of communicating.

I can go on with the many ideas that I have for the need to establish this public service radio station. I have mentioned a few here that as an educator I feel have influenced my development and certainly would help to develop future educators of the Guam and Micronesian communities. The vast potential for this station is recognized. The need for its existence can be crucial as I also foresee it as the only link to Micronesia during times of crises. The information from programs can be transmitted via the PEACE-SAT satellite station at UOG which would be only yards away. This is a link that should also be explored since it would be vital for communication into the region.

But first and foremost, I see a radio station that would provide various programming to enhance the public's awareness of the problems and amenities we have on Guam. We live in a technologically developing community. We need a variety of outlets to disseminate and inform the public not only for the sake of service, but for educating and increasing the vitality of information exchange over the waves. Thank-you and Si Yu'os Maa'se'.

Dr. Gregg San Nicolas
Acting Dean, COE

**TWENTY-FIRST GUAM LEGISLATURE
COMMITTEE ON WAYS & MEANS
PUBLIC HEARING TESTIMONY SIGN-IN ROSTER**

Bill No. 771:

AN ACT TO APPROPRIATE TWO HUNDRED THOUSAND DOLLARS (\$200,000) TO THE GUAM EDUCATIONAL RADIO FOUNDATION FOR THE PURPOSE OF ESTABLISHING A PUBLIC RADIO FACILITY AT THE UNIVERSITY OF GUAM.

NAME OF WITNESS (Please print clearly)	REPRESENTING	STATEMENT (Written or Oral)	TESTIMONY (check one) FOR AGAINST	
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<u>GEORGE J. BOURGHTON</u>	<u>UNO & SELF</u>	<u>BOTH</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Richard Aguirre</u>	<u>Political Safety & Exp. Com. - IS of</u>		<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<u>J. J. Tyle</u>			<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Cliff STEARNS</u>	<u>Self</u>	<u>BOTH</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Joe Tife</u>	<u>KITF / Admin</u>	<u>Both</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>JOANNE F BARTA Joanne F Barta</u>	<u>GUAM EDUCATIONAL RADIO FOUNDATION</u>	<u>BOTH</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>MIKE WILKINS</u>	<u>GUAM PUBLIC RADIO</u>	<u>BOTH</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Ramon T. Patola</u>	<u>SELF</u>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Culley Carson-Greife</u>	<u>Guam Public Radio</u>	<u>both</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Luigi C. San Nicolas</u>	<u>UOG - CEE</u>	<u>written</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Don R. Swanson</u>	<u>UOG - CAS</u>	<u>Both</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Bryant J Reynolds</u>	<u>Guam Ed. UOG - Radio Found.</u>	<u>Both</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<u>Harold ...</u>	<u>Student ...</u>		<input type="checkbox"/>	<input type="checkbox"/>
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<u>Michael ...</u>	<u>Student ...</u>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
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MAR 7 '92

TWENTY-FIRST GUAM LEGISLATURE
1992 (FIRST) REGULAR SESSION

Bill No. 771 (LS)
Introduced by:

J. G. Bamba
J. T. San Agustin

AN ACT TO APPROPRIATE TWO HUNDRED THOUSAND DOLLARS (\$200,000) TO THE GUAM EDUCATIONAL RADIO FOUNDATION FOR THE PURPOSE OF ESTABLISHING A PUBLIC RADIO FACILITY AT THE UNIVERSITY OF GUAM.

1. BE IT ENACTED BY THE PEOPLE OF THE TERRITORY OF GUAM:
2. Section 1. LEGISLATIVE FINDING: Public radio is a valuable
3. asset to a community, bringing informative educational
4. programs produced by National Public Radio, as well as opening
5. a vast potential for programs of local and regional
6. importance. Public radio also offers a variety of programming
7. material that commercial radio stations cannot provide because
8. of their specific target marketing. Providing a radio station
9. at the University of Guam will create an excellent learning
10. facility for communications students, as well as being a forum
11. for faculty, students, and the rest of our community. The
12. Guam Educational Radio Foundation, a not for profit
13. corporation, was established in January of 1992 for the
14. purpose of creating a public radio station. The Foundation
15. has applied for federal funding from the National
16. Telecommunications Agency for the purpose of building a radio
17. station. Local support in the form of a legislative
18. appropriation is needed to supplement the federal grant, and
19. private donations. The people of Guam deserve a radio station
20. of their own, a non-commercial alternative for education,

1. cultural understanding, and musical appreciation, providing a
2. free voice for our island community.
3. Section 2. The sum of Two Hundred Thousand Dollars (\$200,000)
4. is hereby appropriated from the General Fund to the Guam
5. Educational Radio Foundation, a not for profit corporation,
6. for the purpose of establishing an educational radio station
7. on Guam.